

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

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September 7, 1988

(415) 541-1754

RECORDATION NO. 12050-E
SEP 12 1988 3 12 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 12050-D
SEP 12 1988 3 12 PM

INTERSTATE COMMERCE COMMISSION

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 29410F --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 78

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Third Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of July 15, 1988, creating Southern Pacific Transportation Company Equipment Trust, Series 78, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of June 1, 1980, recorded on July 28, 1980, at 2:10 PM, assigned Recordation No. 12050;

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First Supplement to Equipment Trust Agreement
dated as of October 31, 1983, recorded on December
6, 1983, at 2:40 PM, assigned Recordation No. 12050-A;

Second Supplement to Equipment Trust Agreement
dated as of April 15, 1987, recorded on May 8,
1987, at 10:35 AM, assigned Recordation No. 12050-B;
and

Assignment and Transfer of Certain Road Equipment
dated as of April 15, 1987, recorded on May 8,
1987, at 10:35 AM, assigned Recordation No. 12050-C.

In connection with the recording of the Third Supplement
and Assignment and Transfer, each dated as of July 15, 1988, to
the Equipment Trust Agreement dated as of June 1, 1980, the
following information is set forth in accordance with the
provisions of Section 57.4 of the Commission's Order of July 28,
1952, as amended:

Name and Address of Trustee -Lessor:

First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment
Covered by the Third Supplement:

Number of
Units

Description

2	70-ton Box Cars; Pacific Car and Foundry Company (Division of PACCAR Inc.), builder; lettered SP and numbered 698201 and 698203; GRIP Dates - November 1980 and September 1980, respectively.
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General Description of the Equipment Covered by the
Assignment and Transfer of Certain Road Equipment:

<u>Number of Units</u>	<u>Description</u>
1	100-ton Hopper Car; ACF Industries, Inc., builder; lettered SP and numbered 496450.

When the recording of the Third Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.

Very truly yours,



Louis P. Warchot
General Attorney

Enclosures

cc: Mr. E. L. Johnson
(Attn: Mr. C. D. Tyler)

REGISTRATION NO. 12050-27 FILE 120

SEP 12 1988-3 10 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST
SERIES 78

THIRD
SUPPLEMENT TO EQUIPMENT TRUST
Dated as of July 15, 1988

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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SUPPLEMENT TO EQUIPMENT TRUST, dated as of the fifteenth day of July, 1988, between First Pennsylvania Bank, N.A., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of June 1, 1980, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 78 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the destroyed railroad equipment; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar

(\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series 78, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
2	70-ton Box Cars; Pacific Car and Foundry Company (Division of PACCAR Inc.), builder; lettered SP and numbered 698201 and 698203; GRIP dates - November 1980 and September 1980, respectively.

TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Third Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their

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*

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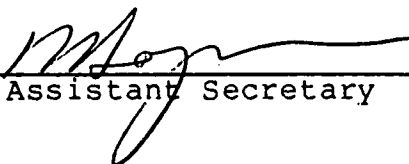
*

respective corporate seals to be hereunto affixed, duly attested,
as of the day and year first above written.

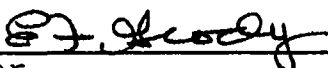
FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By 
Corporate Trust Officer

Attest:


Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By 
Treasurer

Attest:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this 29th day of July, 1988, before me personally appeared GEORGE J. RAYZIS, to me personally known, who, being by me duly sworn, says that he is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. Mc Carry
Notary Public

LYNNE N. McCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires July 2, 1990

